

**EXHIBIT 9**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

**THE OFFICIAL COMMITTEE OF EQUITY HOLDERS'  
RESPONSES AND OBJECTIONS TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF W.R. GRACE & CO.'S AND  
BANK LENDER GROUP'S FIRST SET OF INTERROGATORIES**

Pursuant to Rules 7026 and 7033 of the Federal Rules of Bankruptcy Procedure and Rules 26 and 33 of the Federal Rules of Civil Procedure, the Official Committee of Equity Holders (the "Equity Committee") hereby responds to the First Set of Interrogatories to the Equity Committee (the "Interrogatories") propounded by the Official Committee of Unsecured Creditors of W.R. Grace & Co. (the "Creditors' Committee") and certain lenders under the Prepetition Bank Credit Facilities'<sup>1</sup> (the "Bank Lender Group").

**GENERAL OBJECTIONS**

1. The Equity Committee objects to the Interrogatories, including, without limitation, the instructions and definitions therein, to the extent that they purport to impose on the Equity Committee obligations beyond those imposed by the Federal Rules of Bankruptcy Procedure and the Federal Rules of Civil Procedure.

2. The Equity Committee objects to the Interrogatories to the extent that they seek information already available to the Creditors' Committee and/or the Bank Lender Group,

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<sup>1</sup> All capitalized terms not defined herein have the meanings ascribed to such terms in the Interrogatories.

allegations of the Objection, the Response, the Creditors Committee's Response, and the Equity Committee's Joinder: See response to Interrogatory No. 1.

**Interrogatory No. 3:**

If it is your contention that any of the Bank Agent or Lenders have committed any inequitable act or wrongdoing, or engaged in inequitable conduct, during the process of formulating a plan of reorganization or during the pendency of the Debtors' Bankruptcy Case, identify all facts (and persons with knowledge of such facts) supporting each such alleged inequitable act or wrongdoing, or inequitable conduct, by the Bank Agent or Lenders.

**Response To Interrogatory No. 3:**

Subject to and without waiver of the General Objections, the Equity Committee states that it is not presently a contention of the Equity Committee that any of the Bank Agent or Lenders have committed any inequitable act or wrongdoing, or engaged in inequitable conduct, during the process of formulating a plan of reorganization or during the pendency of the Debtors' Bankruptcy Case.

**Interrogatory No. 4:**

Identify and describe the actions or positions (and persons with knowledge of such actions or positions) by any of the Bank Agent or Lenders on which the Equity Committee relied in reaching the Proposed Asbestos Settlement and the February Letter Agreement.

**Response To Interrogatory No. 4:**

Subject to and without waiver of the General Objections, the Equity Committee states as follows:

- (i) In reaching the Proposed Asbestos Settlement, the Equity Committee relied on the representations and agreements of the Creditors' Committee contained in (A) the Amended Joint Plan of Reorganization filed with the Bankruptcy Court and dated January 13, 2005 (the "January 13, 2005 Plan"), (B) the letter agreement dated January 12, 2005 between the